

RESOLUTION NO. 2012-22

RESOLUTION OF THE CITY OF SEDONA, ARIZONA APPROVING THE CHANGE OF CONTROL OF THE CABLE TELEVISION FRANCHISE

WHEREAS, NPG, LLC d/b/a Suddenlink Communications ("Franchisee" or "Suddenlink") owns, operates, and maintains a cable television system serving the City of Sedona pursuant to a franchise agreement or similar authorization (the "Franchise") issued by the City of Sedona (the "Franchise Authority"), and Franchisee is the duly authorized holder of the Franchise; and

WHEREAS, Cequel Communications Holdings, LLC ("Cequel"), the parent of the Franchisee, has entered into a Purchase and Sale Agreement (the "Agreement") with Nespresso Acquisition Corporation ("Nespresso"), pursuant to which all of the issued and outstanding equity interests of Cequel will be acquired by Nespresso (the "Transaction"); and

WHEREAS, Franchisee has requested the consent of the Franchise Authority for the change of control of the Franchise in connection with the Transaction in accordance with the requirements of the Franchise and applicable law and has filed with the Franchise Authority an application on FCC Form 394 that includes relevant information concerning the Transaction and Nespresso (collectively, the "Application"); and

WHEREAS, the Franchise Authority has reviewed the Application, examined the legal, financial and technical qualifications of the relevant parties, followed all required procedures to consider and act upon the Application, and considered the comments of all interested parties; and

WHEREAS, the Franchise Authority believes it is in the interest of the community to approve the Application and the change of control of the Franchise in connection with the Transaction, as described in the Application.

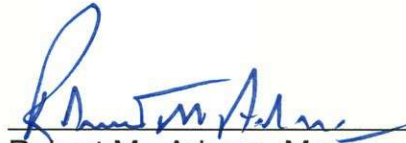
NOW THEREFORE BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

SECTION 1. The Franchise Authority hereby approves the Application and consents to the change of control of the Franchise in connection with the Transaction, all in accordance with the terms of the Franchise and applicable law.

SECTION 2. The Franchise Authority's approval of the Application and its consent to the change of control of the Franchise in connection with the Transaction shall be effective immediately, and Suddenlink shall notify the Franchise Authority of the closing of the Transaction promptly after the Closing Date; provided, however, this Resolution shall be null and void if the Transaction is not consummated.

SECTION 3. This Resolution shall have the force of a continuing agreement with Franchisee, and the Franchising Authority shall not revoke, amend or otherwise alter this Resolution without the consent of the Franchisee.

PASSED, ADOPTED AND APPROVED by the Mayor and Council of the City of Sedona, Arizona this 23rd day of October, 2012.


Robert M. Adams, Mayor

ATTEST:


Susan L. Irvine, CMC, City Clerk

APPROVED AS TO FORM:


City Attorney